PEOPERATION NO 73204. ERED

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> > 20036

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ELIAS C. ALVORD (1942) ELLSWORTH C. ALVORD (1964)

E-MAIL alvordlaw@aol.com

June 6, 2003

Mr. Vernon A. Williams Secretary Surface Transportation Board Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Bill of Sale, dated as of May 30, 2003, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Lease (Schedule No. 39) which is being filed with the Board under Recordation Number 23204-FFFFFF.

The name and address of the party to the enclosed document are:

Seller:

Norfolk Southern Railway Company

3 Commercial Place Norfolk, VA 23510

[Buyer:

Manufacturers and Traders

Trust Company

(successor to Allfirst Bank)

25 South Charles Street

Baltimore, MD 21201]

A description of the railroad equipment covered by the enclosed document

is:

1 locomotive NS 5572

Mr. Vernon A. Williams June 6, 2003 Page Two

A short summary of the document to appear in the index follows:

Bill of Sale

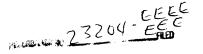
Also enclosed is a check in the amount of \$30.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

Robert W. Alvord

RWA/anr Enclosures



Bill Of Sale From Norfolk Southern Railway Company

JIN 8 6 '03 /-46 PT

SURFACE TRANSPORTATION BOARD

(Locomotive(s): NS 5572)

KNOW ALL MEN BY THESE PRESENTS THAT: The undersigned, NORFOLK SOUTHERN RAILWAY COMPANY, a Virginia corporation (herein called the "Seller"), for and in consideration of the sum of One Dollar (\$1.00) and other good and valuable consideration, receipt of which is hereby acknowledged, does hereby sell, grant transfer and deliver unto ALLFIRST BANK, a Maryland state-chartered commercial bank, (herein called the "Buyer"), its successors and assigns, all right, title and interest of Seller in and to the personal property listed and described below, and if any additional page is annexed hereto as Schedule 1, listed and described in said Schedule 1:

One (1) Locomotives described in <u>Schedule 1</u> hereto, together with all parts and accessories attached thereto (all such personal property, parts and accessories being herein collectively called the "Equipment").

TO HAVE AND TO HOLD forever.

THE EQUIPMENT IS SOLD, AS-IS, WHERE-IS, WITHOUT RECOURSE TO SELLER, AND WITHOUT REPRESENTATION OR WARRANTY AS TO MERCHANTABILITY, FITNESS FOR A PARTICULAR PURPOSE OR ANY OTHER REPRESENTATION OR WARRANTY OF ANY KIND WHATSOEVER, EXPRESS OR IMPLIED, BY SELLER, except that, SELLER warrants to BUYER, its successors and assigns that SELLER is the lawful owner of the Equipment and has full legal title to the Equipment free of all liens, claims, encumbrances, mortgages, pledges, security interests, leases, dispositions of title or other charges or claims of right of others of any kind (in each case, a "Lien") other than Liens arising by or through Buyer, and covenants and agrees that SELLER will defend such title to the Equipment against the demands of all persons whomsoever.

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CHAR1 704502 1

Bill of Sale

IN WITNESS WHEREOF, SELLER has caused this Bill of Sale to be executed and delivered by its duly authorized officer this <u>\$\frac{1}{2}\text{}</u> day of May, 2003.

delivered by its duty authorized officer this	day of May, 2003.
	NORFOLK SOUTHERN RAILWAY COMPANY
	By: Will R
	Name: William J. Romig
	Title: Vice President & Treasurer
STATE OF VIRGINIA)	
) ss:	
CITY OF NORFOLK)	
	nowledged before me, the undersigned Notary Public,
in the City of Norfolk on the day	of May, 2003 by William J. Romig, as Vice
President & Treasurer of NORFOLK	SOUTHERN RAILWAY COMPANY, a Virginia
Corporation.	
	Relecce D. Suga- Notary Public
	Notary Public
My commission expires: MARCH 31, 20 <u>©</u>	7
[Notarial Seal]	

Schedule 1

Manufacturer	Model	Type	Pre- Refurbishment Road No.	Serial No.	Post- Refurbishment Road No.
General Motors	GP38	2000 H.P., 4 axle, Locomotive	NS 2755	7240-3	NS 5572